

DECLARATION AND POWER OF ATTORNEY

We, Peter J. Foster and Bernard F. Bareis, declare that we are citizens of The United States residing at 3924 Bryn Mawr, Dallas, Texas 75225, and 2240 Tarpley Road, #213, Carrollton Texas, 75006 respectively; that we believe we are the original, first and joint inventors of the subject matter which is claimed and for which a patent is sought on the invention, design or discovery entitled "INTELLIGENT CALL PROCESSING PLATFORM FOR HOME TELEPHONE SYSTEM", the specification of which is attached hereto; that we have reviewed and understand the contents of the above-identified specification, including the claimsntion, design or discovery was ever known or used in the United States of America before our invention or discovery thereof, or patented or described in any printed publication in any country before our invention or discovery thereof, or more than one year prior to this application, or in public use or on sale in the United States of America more than one year prior to this application; that said invention, design or discovery has not been patented or made the subject of an inventor's certificate issued prior to the date of this application in any country foreign to the United States of America on an application filed by us or our legal representatives or assigns; and that we acknowledge our duty to disclose to the United States Patent and Trademark Office all information known to us to be material to patentability as defined in 37 C.F.R. §1.56(a).

We hereby appoint:

David H. Judson, Reg. No. 30,467
Brian D. Walker, Reg. No. 37,751

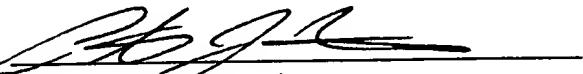
of the firm of Hughes & Luce, L.L.P. our attorneys with full power of substitution and revocation, to prosecute this application and to transact all business in the United States Patent and Trademark Office connected therewith, and to file and prosecute any international patent application filed thereon before any international authorities under the Patent Cooperation Treaty.

Please address all correspondence as follows:

David H. Judson
Hughes & Luce, L.L.P.
1717 Main Street
Suite 2800
Dallas, Texas 75201

and direct all telephone calls to David H. Judson at
(214) 939-5672.

We hereby declare that all statements made herein of our own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

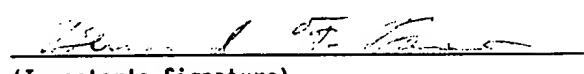


(Inventor's Signature)

Peter J. Foster
(Full Name of Inventor)

3925 Bryn Mawr
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(Post Office Address)

2/14/95
(Date)



(Inventor's Signature)

Bernard F. Bareis
(Full Name of Inventor)

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Carrollton, Texas 75006
(Post Office Address)

2/23/95
(Date)

MAHLER:106

Attorney's Docket No.:

5494/01

For:

INTELLIGENT CALL PROCESSING
PLATFORM FOR HOME TELEPHONE
SYSTEM

Applicant:

Voice Control Systems, Inc.

**VERIFIED STATEMENT (DECLARATION) CLAIMING SMALL
ENTITY (37 CFR 1.9(f) and 1.27(c)) - SMALL BUSINESS CONCERN**

I hereby declare that I am an official of the small business concern empowered to act on behalf of the concern identified below:

NAME OF CONCERN:

Voice Control Systems, Inc.

ADDRESS OF CONCERN:

14140 Midway Road, Suite 100
Dallas, Texas 75244

I hereby declare that the above identified small business concern qualifies as a small business concern as defined in 13 CFR 121.3-18, and reproduced in 37 CFR 1.9(d), for purposes of paying reduced fees under section 41(a) and (b) of Title 35, United States Code, in that the number of employees of the concern, including those of its affiliates, does not exceed 500 persons. For purposes of this statement, (1) the number of employees of the business concern is the average over the previous fiscal year of the concern of the persons employed on a full-time, part-time or temporary basis during each of the pay periods of the fiscal year, and (2) concerns are affiliates of each other when either, directly or indirectly, one concern controls or has the power to control the other, or a third party or parties controls or has the power to control both.

I hereby declare that rights under contract or law have been conveyed to and remain with the small business concern identified above with regard to the invention entitled INTELLIGENT CALL PROCESSING PLATFORM FOR HOME TELEPHONE SYSTEM, described in the specification filed herewith.

I acknowledge the duty to file, in this application or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at

the time of paying, the earliest of the issue fee or any maintenance fee due after the date on which status as a small entity is no longer appropriate. (37 CFR 1.28(b)).

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further willful false statements and the like so made are punishable by fine or imprisonment, or both, under section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application, any patent issuing therein, or any patent to which this verified statement is directed.

Peter J. Foster

(Name of Person Signing)

President

(Title of Person
other than Owner)



(Signature)

3924 Bryn Mawr
Dallas, Texas 75225

(Address of Person Signing)

Date:

2/16/95